

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)
Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
In re	:	
	:	Chapter 11
	:	
CALPINE CORPORATION, <u>et al.</u> ,	:	Case No. 05-60200 (BRL)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	
MANUFACTURERS & TRADERS	:	
TRUST COMPANY, AS INDENTURE	:	
TRUSTEE,	:	
	:	
Appellant,	:	
	:	
– against –	:	
	:	
CALPINE CORPORATION, <u>et al.</u> ,	:	
	:	
Appellees.	:	
	X	

**STATEMENT OF ISSUES AND DESIGNATION OF RECORD
ON APPEAL OF AMENDED ORDER (I) GRANTING DEBTORS' LIMITED
OBJECTION TO CLAIM NUMBERS 2664, 3275, 3393 THROUGH 3421
(INCLUSIVE), 3546 THROUGH 3554 (INCLUSIVE), 3586 THROUGH
3588 (INCLUSIVE), 3731, 4073, 5653 THROUGH 5730 (INCLUSIVE), 5791,
AND 5792, (II) DETERMINING VALUE OF THE CALGEN SECURED
DEBT PURSUANT TO RULE 3012 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE; AND (III) AUTHORIZING REPAYMENT
OF CALGEN SECURED DEBT, DATED MARCH 12, 2007 [DOCKET NO. 4120]**

Manufacturers & Traders Trust Company, in its capacity as successor indenture trustee to Wilmington Trust FSB (“M&T Bank”), under that certain Third Priority Indenture, dated March 23, 2004 (the “Third Priority Indenture”), among Calpine Generating Company, LLC, CalGen Finance Corp., each of the Guarantors named therein, and Wilmington Trust FSB as indenture trustee, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), designates the following items to be included in the record on appeal and submits the following statement of the issues to be presented in connection with M&T Bank’s appeal from a final order of the United States Bankruptcy Court for the Southern District of New York (per the Honorable Burton R. Lifland) (the “Bankruptcy Court”):

- o Amended Order (I) Granting Debtors Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, dated March 12, 2007 [Docket No. 4120] (the “Amended Prepayment Order”).

The Amended Prepayment Order was entered in connection with the Bankruptcy Court’s decision on (I) the Debtors’ Motion, dated January 26, 2007 for an Order (i) Authorizing Debtors to Obtain Replacement Postpetition Financing to (a) Refinance Existing Postpetition Financing and (b) Repay Prepetition Debt; (ii) Allowing Debtors’ Limited Objection to Claims and (iii) Determining Value of Secured Claims and (II) the Debtors’ Seventh Omnibus Objection to Proofs of Claim, dated January 26, 2007.

I. STATEMENT OF ISSUES ON APPEAL

Pursuant to Bankruptcy Rule 8006, the following is the statement of issues presented by this appeal:

1. Whether the Bankruptcy Court erred as a matter of law in determining the allowable claims of M&T Bank arising from the breach of the Third Priority Indenture.
2. Whether the Bankruptcy Court erred as a matter of law in determining that the allowable claims of M&T Bank on account of the prepayment of Third Lien Notes in breach of the “no-call” provision could not be calculated.
3. Whether the Bankruptcy Court erred by and in estimating M&T Bank’s allowable claims.
4. Whether the Bankruptcy Court erred in expunging M&T Bank’s proof of claim against entities that guaranteed all the obligations under the Third Priority Indenture.
5. Whether the Bankruptcy Court erred as a matter of law in expunging the proof of claim filed by M&T Bank to the extent M&T Bank asserts a claim in respect of all amounts due or that may become due under the Third Priority Indenture on account of indemnification, fees (including legal fees), and costs incurred or to be incurred, by M&T Bank in enforcing any and all rights of M&T Bank under the Third Priority Indenture.
6. Whether the Bankruptcy Court erred as a matter of law in determining that M&T Bank’s allowable claim on account of the prepayment of the Third Lien Notes is unsecured pursuant to section 506(b) of the Bankruptcy Code.
7. Whether the Bankruptcy Court erred in overruling M&T Bank’s objection to the prepayment of the Third Priority Indenture prior to confirmation of a chapter 11 plan.

II. DESIGNATION OF RECORD

M&T Bank hereby designates the following items to be included in the record on appeal:

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
1		Manufacturers & Traders Trust Company's Master Proof of Claim Number 4073
2	11	Motion for Order Authorizing Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts; (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims; (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices
3	18	Emergency Motion for (I) Interim Orders (A) Authorizing the Debtors to (1) Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3) and 364(e), (2) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, and (3) Provide Adequate Protection to Certain Prepetition Lenders Pursuant to 11 U.S.C. §§ 361, 362 and 363 and (B) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c) and (II) Final Orders (A) Authorizing Debtors to (1) Obtain Postpetition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3) and 364(e), (2) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (3) Provide Adequate Protection to Certain Prepetition Lenders Pursuant to 11 U.S.C. §§ 361, 362 and 363, (3) Assume the Geysers Agreement Pursuant to 11 U.S.C. Section 365(a) and Consummate the Transactions Contemplated Thereby Pursuant to § 363(b) and (4) Assume the Agnews Lease Documents Pursuant to 11 U.S.C. Section 365(a) filed by Matthew Allen Cantor on behalf of Calpine Corporation.
4	629	Final Order signed on 1/25/2006 Authorizing Debtors to (I) Continue to Use Existing Cash Management System and Bank Accounts; (II) Continue Intercompany Transactions and Provide Administrative Priority Status to Postpetition Intercompany Claims; (III) Continue to Use Existing Checks and Business Forms and (IV) Continue to Use Existing Investment Practices
5	635	Final Order signed on 1/26/2006 Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), and 364
6	876	Amended Final Order signed on 2/23/2006 Authorizing Use of Cash Collateral and Granting Adequate Protection
7	881	Second Amended Order signed on 2/24/2006 Authorizing Use of Cash Collateral and Granting Adequate Protection filed February 24, 2006
8	2352	So Ordered Stipulation signed on 7/27/2006 Allowing (I) Wilmington Trust FSB, as Indenture Trustee, (II) HSBC Bank USA, National Association, as Successor Indenture Trustee, (III) Manufacturers Traders & Trust Company, as Successor Indenture Trustee, and (IV) Wilmington Trust Company, as Collateral Agent, to File a Master Proof of Claim Under One Case Number, On Behalf of Themselves and The Holders of Certain Calgen Notes.

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
9	3314	Agreed Order signed on 12/20/2006 Modifying Cash Collateral Order to Effect Project Intercompany Loan Transfers filed December 20, 2006
10	3397	Order signed on 12/28/2006 Modifying Cash Collateral Order to Pay Adequate Protection filed December 28, 2006
11	3406	Calpine Corporation's January 2007 Report On Status Of Reorganization filed on January 16, 2007
12	3423	Amended Agreed Order, signed 1/17/2007, Modifying Cash Collateral Order to Effect Project Intercompany Loan Transfers filed January 18, 2007
13	3480	Objection / Debtors' Seventh Omnibus Objection to Proofs of Claim (Equity Interest Claims, Beneficial Noteholder Claims, Insufficient Support Claims, Amended/Replaced Claims, Duplicative Claims and CalGen No Basis Claims)
14	3481	Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Calpine Corporation
15	3689	Objection to Motion Objection of Beal Bank Nevada to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims filed February 16, 2007
16	3690	Objection to Motion Objection of Wilmington Trust Company as Collateral Agent to the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
17	3691	Objection to Motion Objection of Wilmington Trust Company as Administrative Agent to the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
18	3692	Objection to Motion Objection of Wilmington Trust FSB as Indenture Trustee to the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
19	3694	Response of HSBC Bank USA, National Association, as Indenture Trustee, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's Claim on behalf of Second Lien Noteholders, and (C) in Support of Indenture Trustee's Cross-Motion for Allowance of Claims
20	3695	Affidavit of Jason J. Jack in Support of Response of HSBC Bank USA, National Association, as Indenture Trustee, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's Claim on behalf of Second Lien Noteholders, and (C) In Support of Indenture Trustee's Cross-Motion for Allowance of Claims

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
21	3696	Notice of Hearing on Cross-Motion of the Bank of New York, as Administrative Agent, for Allowance of Administrative Agent's Claim
22	3698	Response of the Bank of New York, as Administrative Agent, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Administrative Agent's Claim on behalf of Second Lien Lenders, and (C) In Support of Administrative Agent's Cross-Motion for Allowance of Claims
23	3699	Objection to Motion Limited Objection of The Bank of Nova Scotia to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
24	3700	Statement Qualified Statement of the Official Committee of Unsecured Creditors of Calpine Corporation, et al. in Support of the Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
25	3701	Statement of the Official Committee of Equity Security Holders in Support of the Debtors' Motion for Order (I) Authorizing the Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
26	3707	Objection of Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
27	3709	Motion to File Under Seal /Ex Parte Motion of Manufacturers & Traders Trust Company Pursuant to 11 U.S.C. § 107(b) and Bankruptcy Rule 9018 for Authorization to File a Redacted Version of the Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's (A) Objection to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs Of Claim
28	3710	Motion of Unofficial Committee of Second Lien Debt holders to file Under Seal Portions of Objection of Unofficial Committee of Second Lien Debt holders to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
29	3711	Manufacturers & Traders Trust Company's (a) Objection to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
30	3713	Memorandum of Law of Manufacturers & Traders Trust Company in Support of (A) Objection to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
31	3725	Order signed on 2/20/2007 Granting Exparte Motion of Unofficial Committee of Second Lien Debtholders to file Under Seal Portions of Objection of Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (i) Authorizing Debtors to Obtain Replacement Postpetition Financing to (a) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (ii) Allowing Debtors' Limited Objection to Claims; and (iii) Determining Value of Secured Claims
32	3735	Statement /Joinder of The Bank of New York, as Administrative Agent, in Objection of the Unofficial Committee of Second Lien Debtholders to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
33	3744	Order signed on 2/21/2007 Authorizing Manufacturers & Traders Trust Company to File a Redacted Version of the Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's (A) Objection to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
34	3747	Amended Affidavit of Christopher J. Kearns In Support of (A) Objection of Manufacturers & Traders Trust Company to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
35	3749	Affidavit of Jason J. Jack in Support of Response of The Bank of New York, as Administrative Agent, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Administrative Agent's Claim on Behalf of Second Lien Lenders, and (C) In Support of Administrative Agent's Cross-Motion for Allowance of Claims

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
36	3750	Supplemental Affidavit Of Jason J. Jack In Support Of Response Of HSBC Bank USA, National Association, As Indenture Trustee, (A) In Opposition To Debtors' Motion For Approval Of Refinancing, (B) In Opposition To Debtors' Limited Objection To Indenture Trustee's Claim On Behalf Of Second Lien Noteholders, And (C) In Support Indenture Trustee's Cross-Motion For Allowance Of Claims
37	3753	Motion to File Under Seal Ex Parte Motion of (I) Wilmington Trust Company as Collateral Agent; (ii) Wilmington Trust Company as Administrative Agent; and (III) Wilmington Trust FSB as Indenture Trustee, pursuant to 11 U.S.C. § 107(b) and Bankruptcy Rule 9018 for Authorization to File Under Seal the Affidavits of Anders Maxwell and Stephen Darr in Support of (I) Wilmington Trust Company as Collateral Agent; (ii) Wilmington Trust Company as Administrative Agent; and (III) Wilmington Trust FSB as Indenture Trustee's Individual Objections to the Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debtor; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
38	3763	Debtors' Consolidated Reply to Objections to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims (Attachments: # (1) Exhibit A# (2) Exhibit B)
39	3765	Omnibus Reply to Objections to the Debtors' Refinancing Motion
40	3771	Emergency Motion of Manufacturers & Traders Trust Company to Adjourn Hearing to Consider Debtors' (A) Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; (III) Determining Value of Secured Claims and (B) Seventh Omnibus Objection to Proofs of Claim
41	3775	Motion to Join Joinder of HSBC Bank USA, National Association, as Indenture Trustee, and The Bank of New York, as Administrative Agent, to Emergency Motion of Manufacturers & Traders Company to Adjourn Hearing to Consider Debtors' (A) Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (1) Refinance Existing Postpetition Financing and (2) Repay Prepetition Debt; and (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Seventh Omnibus Objection to Proofs of Claim
42	3777	Motion to File Under Seal the Emergency Motion of Wilmington Trust Company as Administrative Agent and Wilmington Trust FSB as Indenture Trustee

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
43	3786	Surreply of HSBC Bank USA, National Association, as Indenture Trustee and The Bank of New York, as Administrative Agent, (A) In Opposition to Debtors' Motion for Approval of Refinancing, (B) In Opposition to Debtors' Limited Objection to Indenture Trustee's and Administrative Agent's Claims on Behalf of Second Lien Noteholders and Second Lien Lenders, and (C) In Support of Indenture Trustee's and Administrative Agent's Cross-Motion for Allowance of Claims
44	3792	Manufacturers & Traders Trust Company's Sur-Reply to the Debtors' Consolidated Reply to (A) Objections to Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims and (B) Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
45	3793	Sur-Reply to Motion Consolidated Reply to Objections to Debtors' Motion for Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay the Prepetition Debt; (ii) Allowing Debtors Limited Objections to Claims; and (III) Determining Value of Secured Claims
46	3817	Document (UNDER SEAL) Surreply of HSBC Bank USA, National Association
47	3819	Document (UNDER SEAL) Declaration of David S. Elkin in Support of Surreply on Behalf of HSBC Bank USA, National Association
48	3875	Written Opinion/Memorandum Decision and Order signed on 3/5/2007 Granting, In Part, Debtors' Motion For An Order (i) Authorizing Debtors To Obtain Replacement Postpetition Financing To (A) Refinance Existing Postpetition Financing And (B) Repay Prepetition Debt; (ii) Allowing Debtors' Limited Objection To Claims; And (iii) Determining Value Of Secured Claims
49	3883	Transcript of Hearing on Motion on February 27, 2007
50	3912	Order signed on 3/7/2007 Granting The Ex Parte Motion Of (i) Wilmington Trust Company As Administrative Agent; And, (ii) Wilmington Trust FSB As Indenture Trustee Pursuant To 11 U.S.C. Section 107(b) And Bankruptcy Rule 9018 For Authorization To File Under Seal The Emergency Motion Of Wilmington Trust Company As Administrative Agent And Wilmington Trust FSB As Indenture Trustee To Compel Production Or, In The Alternative, To Preclude Entry Of Evidence And For A Continuance Of The Hearing Scheduled For February 26, 2007
51	3913	Order Granting The Ex Parte Motion Of (i) Wilmington Trust Company As Administrative Agent; And, (ii) Wilmington Trust FSB As Indenture Trustee Pursuant To 11 U.S.C. Section 107(b) And Bankruptcy Rule 9018 For Authorization To File Under Seal The Emergency Motion Of Wilmington Trust Company As Administrative Agent And Wilmington Trust FSB As Indenture Trustee To Compel Production Or, In The Alternative, To Preclude Entry Of Evidence And For A Continuance Of The Hearing Scheduled For February 26, 2007

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
52	3967	Document (UNDER SEAL) re The Ex Parte Motion of Wilmington Trust Company ... to Compel Production or to Preclude Entry of Evidence and for a continuance of the hearing scheduled for February, 2007; the Affidavits of Anders Maxwell and Stephen Darr in Support of Wilmington Trust Company, Individual Objections to Debtors? Motion for Order: (1) Authorizing Debtors to Obtain Replacement Postpetition Financing to (i) Refinance Existing Postpetition Financing and (ii) Repay Prepetition Debtor; (2) Allowing Debtors? Limited Objection to Claims; and (iii) Determining Value of Secured Claims
53	3970	Order Granting Debtors' Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining The Value of the Calgen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of Calgen Secured Debt
54	3972	Order Authorizing Debtors to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 362(c)(2), 364(c)(3), 364(d) and 364(e)
55	4001	Notice of Appeal filed by Mark R. Somerstein on behalf of HSBC Bank USA, N.A., as Indenture Trustee
56	4002	Notice of Appeal filed by Mark R. Somerstein on behalf of The Bank of New York, as Administrative Agent for the Holders of the Second Priority Secured Term Loans
57	4004	Notice of Appeal filed by Mark R. Somerstein on behalf of The Bank of New York, as Administrative Agent under the Calpine Second Lien Term Loans
58	4005	Notice of Appeal filed by Mark R. Somerstein on behalf of HSBC Bank USA, N.A., as Indenture Trustee
59	4006	Notice of Appeal Of Order (I) Granting Debtors' Limited Objection To Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792, (II) Determining Value of the Calgen Secured Debt Pursuant to Rule 3012 Of The Federal Rules Of Bankruptcy Procedure; and (III) Authorizing Repayment Of Calgen Secured Debt, Dated March 12, 2007 [Docket No. 3970]
60	4007	Notice of Appeal Of Memorandum Decision and Order Granting, In Part, Debtors' Motion For An Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection To Claims and (III) Determining Value Of Secured Claims, Dated March 5, 2007 [Docket No. 3875]
61	4011	Notice of Appeal of Wilmington Trust Company as Administrative Agent
62	4012	Notice of Appeal of Wilmington Trust Company as Administrative Agent
63	4013	Notice of Appeal of Wilmington Trust Company as Administrative Agent

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
64	4015	Notice of Appeal of Calpine Corporation, et al. of Memorandum Decision and Order Granting, in part, Debtors' Motion for an Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims
65	4017	Notice of Appeal of Wilmington Trust Company as Collateral Agent
66	4018	Notice of Appeal of Wilmington Trust FSB as Indenture Trustee
67	4020	Notice of Appeal of Wilmington Trust FSB as Indenture Trustee
68	4021	Notice of Appeal of the Official Committee of Unsecured Creditors of Calpine Corporation
69	4030	Notice of Appeal of the Official Committee of Equity Security Holders from the Memorandum Decision and Order Granting, in part, Debtors' Motion for an Order (I) Authorizing Debtors to Obtain Replacement Postpetition Financing to (A) Refinance Existing Postpetition Financing and (B) Repay Prepetition Debt; (II) Allowing Debtors' Limited Objection to Claims; and (III) Determining Value of Secured Claims, entered March 5, 2007 filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al
70	4031	Notice of Appeal of the Official Committee of Equity Security Holders from an Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, entered March 12, 2007
71	4038	Amended Notice of Appeal of the Official Committee of Equity Security Holders from an Order (I) Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 Through 3421 (Inclusive), 3546 Through 3554 (Inclusive), 3586 Through 3588 (Inclusive), 3731, 4073, 5653 Through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt, entered March 12, 2007 filed by Gary Kaplan on behalf of Official Committee of Equity Security Holders of Calpine Corporation, et al
72	4043	Notice of Appeal of Calpine Corporation, et al. of Order Granting Debtors' Limited Objection to Claim Numbers 2664, 3275, 3393 through 3421 (Inclusive), 3546 through 3554 (Inclusive), 3586 through 3588 (Inclusive), 3731, 4073, 5653 through 5730 (Inclusive), 5791, and 5792; (II) Determining the Value of the CalGen Secured Debt Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure; and (III) Authorizing Repayment of CalGen Secured Debt
73	4053	Notice of Appeal of the Official Committee of Unsecured Creditors of Calpine Corporation, et al.
74	4050 Ex. 10	Calpine Generating Company LLC's 10-Q for Quarter Ending September 30, 2006

<u>Document No</u>	<u>Docket No.</u>	<u>Description</u>
75	4050 Ex. 11	Credit and Guarantee Agreement, dated as of March 23, 2004, among CalGen Generating Company, LLC, the guarantors a party thereto, Term Loan Administrative Agent, and current and future lenders with respect to certain First Priority Secured Institutional Term Loans Due 2009 in the original principal amount of \$600,000,000
76	4050 Ex. 12	Amended and Restated Credit Agreement, dated as of March 23, 2004, among CalGen Generating Company, LLC, the guarantors a party thereto, the Revolving Loan Administrative Agent, Bayerische Landesbank Cayman Island Branch, Credit Lyonnais, ING Capital LLC, Toronto Dominion (Texas) Inc., Union Bank of California, N.A., and current and future lenders with respect to certain First Priority Secured Revolving Loans in the original principal amount of \$200,000,000
77	4050 Ex. 14	Credit and Guaranty Agreement, dated as of March 23, 2004, among CalGen Generating Company, LLC, the guarantors a party thereto, Term Loan Administrative Agent, and current and future lenders with respect to certain Second Priority Secured Institutional Term Loans Due 2010 in the original principal amount of \$100,000,000
78	4050 Ex. 15	Collateral Trust and Intercreditor Agreement dated March 23, 2004
79	4050 Ex. 16	Security Agreement dated as of March 23, 2004 (granting security interests in "Article 9 Collateral" of Calpine Generating Company LLC and in the Guarantors)
80	4050 Ex. 2	First Priority Indenture, dated as of March 23, 2004, by and among the Issuers, the guarantors a party thereto and Trustee
81	4050 Ex. 3	Second Priority Indenture, dated as of March 23, 2004, by and among the Issuers, the guarantors a party thereto and Trustee
82	4050 Ex. 4	Third Priority Indenture, dated as of March 23, 2004, by and among the Issuers, the guarantors a party thereto and Trustee
83	4050 Ex. 5	Calpine Generating Company LLC's 10-K for Fiscal Year Ending December 31, 2004
84	4050 Ex. 6	Calpine Generating Company LLC's 10-K for Fiscal Year Ending December 31, 2005
85	4050 Ex. 7	Calpine Generating Company LLC's 10-Q for Quarter Ending September 30, 2006
86	4050 Ex. 8	Calpine Generating Company LLC's 10-Q for Quarter Ending June 30, 2006
87	4050 Ex. 9	Calpine Generating Company LLC's 10-Q for Quarter Ending March 31, 2006
88	4077	Document (UNDER SEAL) re Affidavit of Christopher J. Kearns in Support of Manufacturers & Traders Trust Company's Objection to Debtors' Motion for Order re Debtors to Obtain Replacement Postpetition Financing; Limited Objection to Claims; Determining Value of Secured Claims; and Response to Debtors' Seventh Omnibus Objection to Proofs of Claim
89	4092	Letter, dated March 9, 2007, to the Hon. Burton R. Lifland

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
90	05-60227	1	Voluntary Petition filed by Calpine Freestone Energy GP, LLC
91	05-60227	3	Schedules of Assets and Liabilities filed by Calpine Freestone Energy GP, LLC

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
92	05-60227	4	Statement of Financial Affairs filed by Calpine Freestone Energy GP, LLC
93	05-60229	1	Voluntary Petition filed by Calgen Finance Corp.
94	05-60229	3	Schedules of Assets and Liabilities filed by Calgen Finance Corp.
95	05-60229	4	Statement of Financial Affairs filed by Calgen Finance Corp.
96	05-60230	1	Voluntary Petition filed by Calpine Freestone Energy LP
97	05-60230	3	Schedules of Assets and Liabilities filed by Calpine Freestone Energy LP
98	05-60230	4	Statement of Financial Affairs filed by Calpine Freestone Energy LP
99	05-60231	1	Voluntary Petition filed by Calpine Freestone, LLC. on December 21, 2005
100	05-60231	3	Schedules of Assets and Liabilities filed by Calpine Freestone, LLC
101	05-60231	4	Statement of Financial Affairs filed by Calpine Freestone, LLC
102	05-60236	1	Voluntary Petition filed by Calgen Project Equipment Finance Company One, LLC
103	05-60236	3	Statement of Financial Affairs filed by Calgen Project Equipment Finance Company One, LLC
104	05-60236	4	Statement of Financial Affairs filed by Calgen Project Equipment Finance Company One, LLC
105	05-60236	5	Schedules of Assets and Liabilities filed by Calgen Equipment Finance Holdings, LLC
106	05-60237	1	Voluntary Petition filed by Calpine Generating Company, LLC
107	05-60237	3	Schedules of Assets and Liabilities filed by Calpine Generating Company, LLC
108	05-60237	4	Statement of Financial Affairs filed by Calpine Generating Company, LLC
109	05-60247	1	Voluntary Petition filed by Calpine Corpus Christi Energy GP, LLC
110	05-60247	3	Schedules of Assets and Liabilities filed by Calpine Corpus Christi Energy GP, LLC
111	05-60247	4	Statement of Financial Affairs filed by Calpine Corpus Christi Energy GP, LLC
112	05-60249	1	Voluntary Petition filed by Calgen Equipment Finance Company, LLC
113	05-60249	3	Statement of Financial Affairs filed by Calgen Equipment Finance Company, LLC
114	05-60249	4	Schedules of Assets and Liabilities filed by Calgen Equipment Finance Company, LLC
115	05-60251	1	Voluntary Petition filed by Calgen Equipment Finance Holdings, LLC
116	05-60251	3	Statement of Financial Affairs filed by Calgen Equipment Finance Holdings, LLC
117	05-60251	4	Statement of Financial Affairs filed by Calgen Equipment Finance Holdings, LLC
118	05-60251	5	Schedule of Assets and Liabilities filed by Calgen Equipment Finance Holdings, LLC

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
119	05-60253	1	Voluntary Petition filed by Calgen Expansion Company, LLC
120	05-60253	3	Schedules of Assets and Liabilities filed by Calgen Expansion Company, LLC
121	05-60253	4	Statement of Financial Affairs filed by Calgen Expansion Company, LLC
122	05-60255	1	Voluntary Petition filed by Baytown Energy Center, LP.
123	05-60255	3	Schedules of Assets and Liabilities filed by Baytown Energy Center, LP
124	05-60255	4	Statement of Financial Affairs filed by Baytown Energy Center, LP
125	05-60256	1	Voluntary Petition filed by Baytown Power GP, LLC
126	05-60256	3	Schedules of Assets and Liabilities filed by Baytown Power GP, LLC
127	05-60256	4	Statement of Financial Affairs filed by Baytown Power GP, LLC
128	05-60258	1	Voluntary Petition filed by Baytown Power, LP
129	05-60258	3	Statement of Financial Affairs filed by Baytown Power, LP
130	05-60258	4	Schedules of Assets and Liabilities filed by Baytown Power, LP
131	05-60261	1	Voluntary Petition filed by Calpine Corpus Christi Energy LP
132	05-60261	3	Statement of Financial Affairs filed by Calpine Corpus Christi Energy LP
133	05-60261	4	Schedules of Assets and Liabilities filed by Calpine Corpus Christi Energy LP
134	05-60262	1	Voluntary Petition filed by Calgen Project Equipment Finance Company Two, LLC
135	05-60262	3	Statement of Financial Affairs filed by Calgen Project Equipment Finance Company Two, LLC
136	05-60262	4	Schedules of Assets and Liabilities filed by Calgen Project Equipment Finance Company Three, LLC
137	05-60275	1	Voluntary Petition filed by Channel Energy Center, LP
138	05-60275	3	Statement of Financial Affairs filed by Channel Energy Center, LP
139	05-60275	4	Schedules of Assets and Liabilities filed by Channel Energy Center, LP
140	05-60276	1	Voluntary Petition filed by Channel Power GP, LLC
141	05-60276	3	Schedules of Assets and Liabilities filed by Channel Power GP, LLC
142	05-60276	4	Statement of Financial Affairs filed by Channel Power GP, LLC
143	05-60277	1	Voluntary Petition filed by Channel Power, LP
144	05-60277	3	Schedules of Assets and Liabilities filed by Channel Power, LP
145	05-60277	4	Statement of Financial Affairs filed by Channel Power, LP
146	05-60293	1	Voluntary Petition filed by CPN Freestone, LLC
147	05-60293	3	Schedules of Assets and Liabilities filed by CPN Freestone, LLC

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
148	05-60293	4	Statement of Financial Affairs filed by CPN Freestone, LLC
149	05-60302	1	Voluntary Petition filed by Calpine Pastoria Holdings, LLC
150	05-60302	3	Schedules of Assets and Liabilities filed by Calpine Pastoria Holdings, LLC
151	05-60302	4	Statement of Financial Affairs filed by Calpine Pastoria Holdings, LLC
152	05-60304	1	Voluntary Petition filed by Calpine Northbrook Southcoast Investors, LLC
153	05-60304	3	Schedules of Assets and Liabilities filed by Calpine Northbrook Southcoast Investors, LLC
154	05-60304	4	Statement of Financial Affairs filed by Calpine Northbrook Southcoast Investors, LLC
155	05-60310	1	Voluntary Petition filed by Calpine Power Equipment, LP
156	05-60310	3	Schedules of Assets and Liabilities filed by Calpine Power Equipment, LP
157	05-60310	4	Statement of Financial Affairs filed by Calpine Power Equipment, LP
158	05-60311	1	Voluntary Petition filed by Calpine Oneta Power I, LLC
159	05-60311	3	Schedules of Assets and Liabilities filed by Calpine Oneta Power I, LLC
160	05-60311	4	Statement of Financial Affairs filed by Calpine Oneta Power I, LLC
161	05-60313	1	Voluntary Petition filed by Decatur Energy Center, LLC
162	05-60313	3	Statement of Financial Affairs filed by Decatur Energy Center, LLC
163	05-60313	4	Schedules of Assets and Liabilities filed by Decatur Energy Center, LLC
164	05-60315	1	Voluntary Petition filed by Calpine Oneta Power II, LLC
165	05-60315	3	Schedules of Assets and Liabilities filed by Calpine Oneta Power II, LLC
166	05-60315	4	Statement of Financial Affairs filed by Calpine Oneta Power II, LLC
167	05-60318	1	Voluntary Petition filed by Calpine Oneta Power, LP
168	05-60318	3	Schedules of Assets and Liabilities filed by Calpine Oneta Power, LP
169	05-60318	4	Statement of Financial Affairs filed by Calpine Oneta Power, LP
170	05-60320	1	Voluntary Petition filed by Calpine Baytown Energy Center LP, LLC
171	05-60320	3	Schedules of Assets and Liabilities filed by Calpine Baytown Energy Center LP, LLC
172	05-60320	4	Statement of Financial Affairs filed by Calpine Baytown Energy Center LP, LLC
173	05-60339	1	Voluntary Petition filed by Freestone Power Generation, LP
174	05-60339	3	Schedules of Assets and Liabilities filed by Freestone Power Generation, LP

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
175	05-60339	4	Statement of Financial Affairs filed by Freestone Power Generation, LP
176	05-60340	1	Voluntary Petition filed by Calpine Channel Energy Center GP, LLC
177	05-60340	3	Schedules of Assets and Liabilities filed by Calpine Channel Energy Center GP, LLC
178	05-60340	4	Statement of Financial Affairs filed by Calpine Channel Energy Center GP, LLC
179	05-60352	1	Voluntary Petition filed by Calpine Calgen Holdings, Inc.
180	05-60352	3	Statement of Financial Affairs filed by Calpine Calgen Holdings, Inc.
181	05-60352	4	Schedules of Assets and Liabilities filed by Calpine Calgen Holdings, Inc.
182	05-60353	1	Voluntary Petition filed by Morgan Energy Center, LLC
183	05-60353	3	Schedules of Assets and Liabilities filed by Morgan Energy Center, LLC
184	05-60353	4	Statement of Financial Affairs filed by Morgan Energy Center, LLC
185	05-60356	1	Voluntary Petition filed by Nueces Bay Energy, LLC
186	05-60356	3	Schedules of Assets and Liabilities filed by Nueces Bay Energy, LLC
187	05-60356	4	Statement of Financial Affairs filed by Nueces Bay Energy, LLC
188	05-60375	1	Voluntary Petition filed by Delta Energy Center, LLC
189	05-60375	3	Schedules of Assets and Liabilities filed by Delta Energy Center, LLC
190	05-60375	4	Statement of Financial Affairs filed by Delta Energy Center, LLC
191	05-60405	1	Voluntary Petition filed by Los Medanos Energy Center, LLC
192	05-60405	3	Statement of Financial Affairs filed by Los Medanos Energy Center, LLC
193	05-60405	4	Schedules of Assets and Liabilities filed by Los Medanos Energy Center, LLC
194	05-60410	1	Voluntary Petition filed by Pastoria Energy Facility, LLC
195	05-60410	3	Statement of Financial Affairs filed Pastoria Energy Facility, LLC
196	05-60410	4	Schedules of Assets and Liabilities filed by Pastoria Energy Facility, LLC
197	05-60440	1	Voluntary Petition filed by Columbia Energy, LLC
198	05-60440	3	Schedules of Assets and Liabilities filed by Columbia Energy, LLC
199	05-60440	4	Statement of Financial Affairs filed by Columbia Energy, LLC
200	05-60441	1	Voluntary Petition filed by Corpus Christi Cogeneration, LP
201	05-60441	3	Schedules of Assets and Liabilities filed by Corpus Christi Cogeneration, LP
202	05-60441	4	Statement of Financial Affairs filed by Corpus Christi Cogeneration, LP

<u>Document No.</u>	<u>Case No.</u>	<u>Docket No.</u>	<u>Description</u>
203	05-60453	1	Voluntary Petition filed by Calpine Baytown Energy Center GP, LLC. on December 21, 2005
204	05-60453	3	Schedules of Assets and Liabilities filed by Calpine Baytown Energy Center GP, LLC
205	05-60453	4	Statement of Financial Affairs filed by Calpine Baytown Energy Center GP, LLC
206	05-60460	1	Voluntary Petition filed by Carville Energy, LLC
207	05-60460	3	Schedules of Assets and Liabilities filed by Carville Energy, LLC
208	05-60460	4	Statement of Financial Affairs filed by Carville Energy, LLC
209	05-60380	1	Voluntary Petition filed by Zion Energy, LLC
210	05-60380	3	Statement of Financial Affairs filed by Zion Energy, LLC
211	05-60380	4	Schedules of Assets and Liabilities filed by Zion Energy, LLC

Dated: March 27, 2007
New York, New York

/s/ Judy G. Liu
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153-0119
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Martin J. Bienenstock, Esq. (MB 3001)
Judy G.Z. Liu, Esq. (JL 6449)
Penny P. Reid, Esq. (PR 5699)
Attorneys for Manufacturers & Traders
Trust Company, as Indenture Trustee